

BY-LAWS  
OF  
ASPIRA, INC. OF  
NEW JERSEY  
ARTICLE I  
OFFICES

The Principal office of the corporation shall be in the city of Newark of New Jersey. The Corporation may also have offices at such other places as the Board of Directors may designate.

ARTICLE II  
MEMBERSHIP

Section 1. Members: The original members shall be the subscribers to the Certificate of Incorporation and those named therein as the Directors thereof. Additional members may be elected by the affirmative vote of two thirds of the membership given at any duly convened special or regular meeting of members.

Section 2. Qualifications for Membership: A fundamental qualification for membership should be the desire and ability on the part of the prospective member to contribute to the achievement of the purposes of the agency.

It is important therefore, that members be selected from a broad field, representative of the community or groups served by the agency.

Candidates for membership must be residents of or Employed in New Jersey and should have knowledge of the community and the agency, a capacity to subordinate their group identifications and individual interests to the furthering of the agency's objectives, and a readiness to accept the responsibilities as well as the privileges of board service. They should understand that membership will demand time, personal financial commitment, and evince a willingness to give their best.

Candidates should be chosen on the strength of their background and experience, with consideration not only for their present but also for their potential for leadership.

Section 3. Procedures for Membership: The following shall be the procedures to be followed in granting membership:

- a. The Chairperson of the Board of Directors, or a committee designated by him/her or by the Board of Directors for such purposes, shall contact prospective members and secure all necessary information for membership.
- b. At the following meeting of the Board of Directors, or as soon thereafter, the name of the applicant shall be submitted to said Board of Directors for approval.

### ARTICLE III

#### DIRECTORS

Section 1. Number: The property, business, and affairs of the Corporation shall be managed and controlled by a Board of Directors Consisting of no less than five (5).

Increases in the Board of Directors in excess of the number authorized by the Certificate of Incorporation shall only be made through an amendment to said Certificate of Incorporation in compliance with the appropriate statutory provisions.

Section 2. Membership Term: Directors shall hold office for terms of three (3) years; two (2) years; one (1) year. At the Annual meeting, elections will be held to fill the expired term of Directors. The Chairperson of the Board shall determine the term of each member of the Board of Directors.

Section 3. Vacancies: In case of a vacancy on the Board of Directors it shall be filled by majority vote of the Directors of the Corporation for the unexpired portion of the term at any regular or special meeting held for that purpose.

### ARTICLE IV

#### STUDENT ADVISORY BOARD

(DESCRIPTION UNDER DEVELOPMENT)

## ARTICLE V

### MEETINGS

Section 1. Annual Meeting: There shall be an Annual Meeting held in June, but no later than August 31st wherein a report will be rendered of the past year's activities and election will be held for vacancies on the Board of Directors

Section 2. Place: Meetings of the Board of Directors shall be held within the State of New Jersey. There shall be a minimum of six (6) meetings per year.

Section 3. Notice of Meetings: Written notice shall be served on each Director no less than five (5) days before each meeting.

Section 4. Voting: At all meetings of the Board of Directors, each Director is to have one vote. Any action of the Board of Directors requires a majority vote. No proxy vote will be accepted.

Section 5. Quorum and Adjournments: A majority, or at least ten (10) members whichever is the smaller number of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business. 50% plus 1 shall constitute a quorum for the transaction of business.

Section 6. Order of Business: The order of Business at all meetings of the Board of Directors shall be determined by the Executive Committee.

Section 7. Removal for Absences: Failure of a Director to attend four (4) regular meetings during any given fiscal year shall result in the termination of membership on the Board upon the majority vote of the Board and any vacancy thus occurring shall be filled by the Board. In event of a death in the family, notice shall be given to the Chairperson for appropriate notification of the Board and for the record. Exemption to removal for absences is being developed.

## ARTICLE VI

### OFFICERS

Section 1. Number: The officers of the Corporation shall be :

1. Chair
2. Vice-Chair, Program
3. Vice-Chair, Finance
4. Vice-Chair, Development
5. Secretary
6. Treasurer

No person shall hold more than one office simultaneously.

Section 2. Election: All officers of the corporation shall be elected annually by the Board of Directors at a meeting held in June but no later than August 31st and shall continue to hold office at the discretion of the Board of Directors. Vacancies may be filled at any meeting of the Board.

Section 3. Duties of Officers:

- (a) Chair of the Board: The Chair shall preside at all meetings of the Executive Committee, the Board of Directors, and at the annual meeting shall present a report on the condition of the affairs of the agency. The Chair shall be ex-officio member of all committees. The Chair shall appoint from the Board of Directors, special committees to act upon such matters as he/she shall designate. The Chair shall sign all certificates of membership and shall enforce these By-Laws.
- (b) Vice-Chair, Program: During the absence or inability of the Chair to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice-Chair in charge of the program, and when so acting, shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such Chair. The Vice-Chair shall preside at all meetings of the Program Committee. The Program Committee shall perform such duties as are necessary for the program, planning and evaluation of the agency in conjunction with staff.
- (c) Vice-Chair Finance: During the absence or inability of the Chair and Vice-Chair of Program to render or performs the duties to the Chair or exercise his/her powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice-Chair in Charge of Finance, and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such Chair. The Vice-Chair of Finance shall preside at all meetings of the Finance Committee.
- (d) Vice-Chair, Development: (needs description)

The Finance Committee shall also perform such duties as may be necessary to conduct the finance and fund raising activities of the agency in conjunction with staff.

(e) Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books. The Secretary shall give and serve all notices of the Corporation and shall be the custodian of the records and Seal of the Corporation and shall affix the later when required. The Secretary shall keep the membership rolls in the manner prescribed by law, so as to show at all times the names of the members of the Corporation, alphabetically arranged, their respective places of residence, their post office addresses, the class of membership held by each, and the time at which each person became a member. The Secretary shall present to the Board of Directors at their regular meetings, all communications addressed to him/her officially by the Chair or any officer or member of the Corporation. The Secretary shall perform such other duties as the Chair may direct.

(f) Treasurer: The Treasurer shall have the care and custody of and be responsible for all funds and securities to the Corporation. The Treasurer shall keep or cause to be kept just and true cash, check, bank and other necessary and proper books of account. The Treasurer shall perform such duties and exercise such powers as the Board of Directors, or, in connection with the management of the Corporation, as the Chair may prescribe.

Section 4. Resignation: Any officer may resign at any time, by written notification, the Chair, of the Board of Directors of the Corporation. Such resignation shall take effect at the time therein specified. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: Vacancies in any office may be filled by the Board of Directors at any regular or special meeting as specified in Article III, Section 3.

## ARTICLE VII

### EXECUTIVE COMMITTEE

Section 1. Constitution: There shall be an Executive Committee composed of the Chair of the Board, Vice-Chair of Finance, Treasurer and Secretary of the Corporation, and two Board members elected by the Board of Directors at least one member of the Executive Committee shall be a student. The Board of Directors shall fill any and all vacancies in the Executive

Committee and may appoint alternate members to the Executive Committee to serve in the temporary absence of disability of any member. Such designation of a member or such appointment of an alternate member of said Committee may be removed, at any time, by the Board of Directors.

Section 2. Powers: The Executive Committee shall have and may exercise, so far as permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Corporation as the governing body of the Corporation.

Section 3. Organization, Meetings, Etc.: The Chair of the Board shall be Chair of the Executive Committee. In the absence of the Chair of the Executive Committee, at any meeting of the Executive Committee, the Vice-Chairman of Program shall be Chairman of the meeting. The Executive Committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs.

The Executive Committee shall keep a record of its actions and proceedings and shall report thereon to the Board of Directors.

Section 4. Quorum and Manner of Acting: A majority of the members of the Executive committee shall constitute a quorum for the transaction of business. The manner of acting shall be guided by Roberts Rules of Order.

Section 5. Other Committees: The Board of Directors may also, by resolution, create other Committees of the Board of Directors and, to the extent permitted by law, shall delegate to any such Committee such lawful powers as the Board shall determine.

## ARTICLE VIII

### STANDING COMMITTEES - PROGRAM AND FINANCE

Section 1. Constitution and Powers: The Board of Directors may, by resolution, establish standing Committees to study, plan, administer or otherwise be concerned with specific projects which the Corporation shall undertake and, to the extent permitted by law, may delegate to any such committee such lawful powers as the Board of Directors shall determine. Committee appointments, and the filling of any and all vacancies on any standing committee, shall be made as the Board of Directors determines. Any member of any standing committee shall be removed, with cause, which shall include but not be limited to absenteeism as describe in Article IV Section VII, at any time, by the Board of Directors.

Section 2. Organization, Meetings, Etc.: The Board of Directors of the Corporation shall elect the Chair of any standing committee and/or the Secretary thereof. In the absence of the Chair of the standing committee and/or the Secretary, at any meeting of a standing committee, the committee shall appoint a Chair or Secretary of the meeting as the case may be. Each standing committee may adopt rules governing the time of, and/or method of calling and/or holding its meetings and may also adopt rules governing the conduct of its affairs. Each standing committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 3. Quorum and Manner of Acting: A majority of the members of any standing committee shall constitute a quorum for the transaction of business. The Manner of Acting shall be guided by Robert's Rules of Order.

Section 4. Adhoc Committees: The Chairman/woman of the Board of Directors shall be authorized to appoint adhoc committees to report on any matters that the Corporation may desire or need to study.

#### ARTICLE IX

##### ANNUAL REPORT

The Chair shall present a summary of the past year's activities of the Boarding Directors and the organization at the annual meeting or no later than August 31st.

#### ARTICLE X

##### WAIVER OF NOTICE

Any meeting of the Board of Directors, Standing Committees, and special committees, any action shall be valid if notice of the time, place and purpose of such meeting is waived before, or at such meeting.

#### ARTICLE XI

##### NEGOTIABLE INSTRUMENTS

Checks, promissory notes an other instruments for the payment of money shall be signed by such person or persons as may be designated by the Board of Directors.

ARTICLE XII  
CORPORATE SEAL

The seal of the Corporation shall be such form as adopted by the Board of Directors.

ARTICLE XIII  
FISCAL YEAR

Until changed by resolution of the Board of Directors, the fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XVI  
AMENDMENTS TO BY-LAWS

These By-Laws may be amended, supplemented or repealed by the Board of Directors requiring a two thirds vote of the Board membership.

REVISED  
FEBRUARY/1991

## PREAMBLE

The Articles of Association is the agreement which governs the relationship among the Aspira Associates and binds the Aspira Associates into a national movement creating Aspira of America, Inc., the Aspira Association.

## ARTICLE I

### Purpose of the Aspira Association

Section 1. The Aspira Association serves to promote the welfare and development of Puerto Ricans in the United States and Puerto Rico. A principal aim is to foster, develop and expand at the national and local levels the educational and creative opportunities and capabilities of Puerto Ricans by establishing through technical assistance, research, advocacy and direct service programs the means necessary to motivate and orient Puerto Ricans to enter or continue their education in the professions, the arts, the technical fields so that they may offer their training skills and dedication to the betterment of Puerto Ricans. The Aspira Associates are committed to identifying the needs and redressing the problems of the Puerto Rican people, and have as one of their foremost aims alleviating, through the development of leadership, the condition of Puerto Ricans who are socially and economically disadvantaged. The Aspira Association and Aspira Associates pledge to cooperate with other people, organizations, agencies, or movements having similar purposes and needs.

No services will be denied to any student on the basis of race, sex, color, creed, age or national origin.

BY-LAWS  
OF  
ASPIRA, INC. OF  
NEW JERSEY